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*Proposed Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | | |
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| -----X | : | |
| In re | : | Chapter 11 Case No. |
| | : | |
| AÉROPOSTALE, INC., | : | __-_____() |
| | : | |
| Debtor. | : | |
| | : | |
| Fed. Tax Id. No. 31-1443880 | : | |
| -----X | : | |
| In re | : | Chapter 11 Case No. |
| | : | |
| AEROPOSTALE PROCUREMENT | : | __-_____() |
| COMPANY, INC., | : | |
| | : | |
| Debtor. | : | |
| | : | |
| Fed. Tax Id. No. 27-2808518 | : | |
| -----X | : | |
| In re | : | Chapter 11 Case No. |
| | : | |
| AÉROPOSTALE WEST, INC., | : | __-_____() |
| | : | |
| Debtor. | : | |
| | : | |
| Fed. Tax Id. No. 01-0557013 | : | |
| -----X | : | |

-----X
In re : Chapter 11 Case No.
JIMMY'Z SURF CO., LCC, :
Debtor. :
Fed. Tax Id. No. 20-2250461 :
-----X

In re : Chapter 11 Case No.
AERO GC MANAGEMENT LLC, :
Debtor. :
Fed. Tax Id. No. 26-1184257 :
-----X

In re : Chapter 11 Case No.
AEROPOSTALE LICENSING, INC., :
Debtor. :
Fed. Tax Id. No. 26-3618124 :
-----X

In re : Chapter 11 Case No.
GOJANE LLC, :
Debtor. :
Fed. Tax Id. No. 46-1464923 :
-----X

In re : Chapter 11 Case No.
P.S. FROM AEROPOSTALE, INC., :
Debtor. :
Fed. Tax Id. No. 26-3625900 :
-----X

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| In re | : | Chapter 11 Case No. |
| | : | |
| AEROPOSTALE PUERTO RICO, INC., | : | __-_____() |
| | : | |
| Debtor. | : | |
| | : | |
| Fed. Tax Id. No. 26-3625900 | : | |
| -----X | : | |
| In re | : | Chapter 11 Case No. |
| | : | |
| AEROPOSTALE CANADA CORP., | : | __-_____() |
| | : | |
| Debtor. | : | |
| | : | |
| Fed. Tax Id. No. N/A | : | |
| -----X | : | |
| In re | : | Chapter 11 Case No. |
| | : | |
| AEROPOSTALE HOLDINGS, INC., | : | __-_____() |
| | : | |
| Debtor. | : | |
| | : | |
| Fed. Tax Id. No. 46-2337729 | : | |
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**MOTION OF DEBTORS PURSUANT TO
FED. R. BANKR. P. 1015(b) FOR ENTRY OF ORDER
DIRECTING JOINT ADMINISTRATION OF RELATED CHAPTER 11 CASES**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

Aéropostale, Inc. and its subsidiaries, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “*Debtors*”), respectfully represent as follows:

Relief Requested

1. Pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”), the Debtors request entry of an order directing joint administration of these chapter 11 cases for procedural purposes only.

2. The Debtors request that the Court maintain one file and one docket for all of the jointly administered cases under the following consolidated caption:

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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| | : | |
| In re | : | Chapter 11 |
| | : | |
| AÉROPOSTALE, INC., et al., | : | Case No. 16-_____ (____) |
| | : | |
| Debtors.¹ | : | Jointly Administered |
| | : | |
| -----X | | |

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor's federal tax identification number, as applicable, are as follows: Aéropostale, Inc. (3880); Aéropostale West, Inc. (7013); Jimmy'Z Surf Co., LLC (0461); Aero GC Management LLC (4257); Aeropostale Procurement Company, Inc. (8518); Aeropostale Licensing, Inc. (8124); P.S. from Aeropostale, Inc. (5900); GoJane LLC (4923); Aeropostale Canada Corp. (N/A); Aeropostale Holdings, Inc. (7729); and Aeropostale Puerto Rico, Inc. (6477). The Debtors' corporate headquarters is located at 112 West 34th Street, 22nd Floor, New York, NY 10120.

3. The Debtors further request the Court's direction that a notation substantially similar to the following language be entered on the dockets of each of the Debtors' chapter 11 cases to reflect the joint administration of these chapter 11 cases:

An Order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing the procedural consolidation and joint administration of the chapter 11 cases of Aéropostale, Inc.; Aéropostale West, Inc.; Jimmy'Z Surf Co., LLC; Aero GC Management LLC; Aeropostale Procurement Company, Inc.; Aeropostale Licensing, Inc.; P.S. from Aeropostale, Inc.; GoJane LLC; Aeropostale Canada Corp.; Aeropostale Holdings, Inc.; and Aeropostale Puerto Rico, Inc.

The docket in Case No. 16-_____ (____) should be consulted for all matters affecting the cases.

4. Finally, the Debtors request authority to file the monthly operating reports required by the *Operating Guidelines and Reporting Requirements for Debtors in Possession and Trustees* issued by the Executive Office of the U.S. Trustee on a consolidated basis.¹

5. A proposed form of order granting relief requested herein on a final basis is annexed hereto as **Exhibit A** (the “*Proposed Order*”).

Jurisdiction

6. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b) and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.). This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

7. On the date hereof (the “*Commencement Date*”), each of the Debtors commenced with this Court a voluntary case under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner, or statutory committee of creditors has been appointed in these chapter 11 cases.

8. Information regarding the Debtors’ business, capital structure, and the circumstances leading to the commencement of these chapter 11 cases is set forth in the *Declaration of David J. Dick Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the*

¹ The Debtors are not seeking authority to report disbursements on a consolidated basis absent the consent of the Office of the U.S. Trustee.

Southern District of New York, sworn to on the date hereof (the “**First Day Declaration**”), which has been filed with the Court contemporaneously herewith.²

Basis for Relief Requested

9. As set forth in the First Day Declaration, there are eleven (11) Debtors, and more than 24,000 creditors and other parties in interest in these chapter 11 cases. Joint administration will allow for the efficient and convenient administration of the Debtors’ interrelated chapter 11 cases, will yield significant cost savings, and will not prejudice the substantive rights of any party in interest.

10. Bankruptcy Rule 1015(b) provides, in relevant part, that if “two or more petitions are pending in the same court by or against ... a debtor and an affiliate, the court may order a joint administration of the estates.” Fed. R. Bankr. P. 1015(b). As set forth in the First Day Declaration, the Debtors in these chapter 11 cases are “affiliates” as that term is defined in section 101(2) of the Bankruptcy Code. Accordingly, this Court is authorized to grant the relief requested herein.

11. As set forth in the First Day Declaration, the Debtors operate as an integrated international business with common ownership and control. The Debtors also share a number of financial and operational systems. As a result, many of the motions, hearings and orders that will arise in these cases will affect each and every Debtor. Joint administration of these chapter 11 cases therefore will reduce fees and costs by avoiding duplicative filings, objections, notices and hearings. Joint administration also will allow the Office of the United States Trustee for Region 2 (the “**U.S. Trustee**”) and all other parties in interest to monitor these chapter 11 cases with greater ease and efficiency.

² Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the First Day Declaration.

12. Moreover, joint administration will not adversely affect the Debtors' respective constituencies because this Motion only requests administrative—and not substantive—consolidation of the Debtors' estates. For example, any creditor still may file a claim against a particular Debtor or its estate (or against multiple Debtors and their respective estates), intercompany claims among the Debtors will not be affected, and the Debtors will maintain separate records of assets and liabilities.

Notice

13. Notice of this Motion has been provided to (i) the Office of the United States Trustee for Region 2; (ii) the holders of the forty (40) largest unsecured claims against the Debtors (on a consolidated basis); (iii) the holders of the five (5) largest secured claims against the Debtors (on a consolidated basis); (iv) the attorneys for Aero Investors LLC, as agent under the Loan and Security Agreement, dated May 23, 2014; (v) the attorneys for Bank of America, N.A., as agent under the Third Amended and Restated Loan and Security Agreement, as amended August 18, 2015; (vi) the Securities and Exchange Commission; (vii) the Internal Revenue Service; and (viii) the United States Attorney's Office for the Southern District of New York; and (ix) the attorneys for the DIP Agent. The Debtors submit that, in view of the facts and circumstances, such notice is sufficient and no other or further notice need be provided.

14. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE the Debtors respectfully request entry of the Proposed Order granting the relief requested herein and such other and further relief as the Court may deem just and appropriate.

Dated: May 4, 2016
New York, New York

/s/ Ray C. Schrock, P.C.
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*Proposed Attorneys for Debtors
and Debtors in Possession*

Exhibit A

Proposed Order

WEIL, GOTSHAL & MANGES LLP
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and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | | |
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| -----X | : | |
| In re | : | Chapter 11 Case No. |
| | : | |
| AÉROPOSTALE, INC., | : | __-_____() |
| | : | |
| Debtor. | : | |
| | : | |
| Fed. Tax Id. No. 31-1443880 | : | |
| -----X | : | |
| In re | : | Chapter 11 Case No. |
| | : | |
| AÉROPOSTALE PROCUREMENT | : | __-_____() |
| COMPANY, INC., | : | |
| | : | |
| Debtor. | : | |
| | : | |
| Fed. Tax Id. No. 27-2808518 | : | |
| -----X | : | |
| In re | : | Chapter 11 Case No. |
| | : | |
| AÉROPOSTALE WEST, INC., | : | __-_____() |
| | : | |
| Debtor. | : | |
| | : | |
| Fed. Tax Id. No. 01-0557013 | : | |
| -----X | : | |

| | | |
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| In re | : | Chapter 11 Case No. |
| JIMMY'Z SURF CO., LCC, | : | |
| | : | __-_____() |
| Debtor. | : | |
| | : | |
| Fed. Tax Id. No. 20-2250461 | : | |
| -----X | : | |
| In re | : | Chapter 11 Case No. |
| AERO GC MANAGEMENT LLC, | : | |
| | : | : __-_____() |
| Debtor. | : | |
| | : | |
| Fed. Tax Id. No. 26-1184257 | : | |
| -----X | : | |
| In re | : | Chapter 11 Case No. |
| AEROPOSTALE LICENSING, INC., | : | |
| | : | __-_____() |
| Debtor. | : | |
| | : | |
| Fed. Tax Id. No. 26-3618124 | : | |
| -----X | : | |
| In re | : | Chapter 11 Case No. |
| GOJANE LLC, | : | |
| | : | __-_____() |
| Debtor. | : | |
| | : | |
| Fed. Tax Id. No. 46-1464923 | : | |
| -----X | : | |
| In re | : | Chapter 11 Case No. |
| P.S. FROM AEROPOSTALE, INC., | : | |
| | : | __-_____() |
| Debtor. | : | |
| | : | |
| Fed. Tax Id. No. 26-3625900 | : | |
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| In re | : | Chapter 11 Case No. |
| | : | |
| AEROPOSTALE PUERTO RICO, INC., | : | __-_____() |
| | : | |
| Debtor. | : | |
| | : | |
| Fed. Tax Id. No. 26-3625900 | : | |
| -----X | : | |
| In re | : | Chapter 11 Case No. |
| | : | |
| AEROPOSTALE CANADA CORP., | : | __-_____() |
| | : | |
| Debtor. | : | |
| | : | |
| Fed. Tax Id. No. N/A | : | |
| -----X | : | |
| In re | : | Chapter 11 Case No. |
| | : | |
| AEROPOSTALE HOLDINGS, INC., | : | __-_____() |
| | : | |
| Debtor. | : | |
| | : | |
| Fed. Tax Id. No. 46-2337729 | : | |
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ORDER PURSUANT TO FED. R. BANKR. P. 1015(b)
DIRECTING JOINT ADMINISTRATION OF RELATED CHAPTER 11 CASES

Upon the motion [ECF No. __] (the “*Motion*”)¹ of Aéropostale, Inc. and its subsidiaries, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “*Debtors*”), pursuant to Bankruptcy Rule 1015(b), for entry of an order directing the joint administration of the Debtors’ related chapter 11 cases for procedural purposes only, as more fully set forth in the Motion; and the Court having jurisdiction to decide the Motion and the relief requested therein in accordance with 28. U.S.C. §§ 157(a)-(b) and 1334(b)

¹ Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Motion.

and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and notice of the Motion having been given as provided in the Motion, and such notice having been adequate and appropriate under the circumstances; and it appearing that no other or further notice of the Motion need be provided; and the Court having held a hearing to consider the relief requested in the Motion (the “*Hearing*”); and upon the *Declaration of David J. Dick Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York*, filed contemporaneously with the Motion, the record of the Hearing, and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their respective estates and creditors, and all parties in interest, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted.
2. The Debtors’ chapter 11 cases are hereby consolidated for procedural purposes only and shall be jointly administered by the Court.
3. Nothing contained in this Order shall be deemed or construed as directing or otherwise affecting the substantive consolidation of any of the Debtors’ chapter 11 cases.

4. The caption of the jointly administered cases shall read as follows:

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | |
|-----------------------------------|---|
| -----X | |
| | : |
| In re | : |
| | : |
| AÉROPOSTALE, INC., et al., | : |
| | : |
| Debtors.¹ | : |
| | : |
| -----X | |

Chapter 11

Case No. 16-_____ (___)

Jointly Administered

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor's federal tax identification number, as applicable, are as follows: Aéropostale, Inc. (3880); Aéropostale West, Inc. (7013); Jimmy'Z Surf Co., LLC (0461); Aero GC Management LLC (4257); Aeropostale Procurement Company, Inc. (8518); Aeropostale Licensing, Inc. (8124); P.S. from Aeropostale, Inc. (5900); GoJane LLC (4923); Aeropostale Canada Corp. (N/A); Aeropostale Holdings, Inc. (7729); and Aeropostale Puerto Rico, Inc. (6477). The Debtors' corporate headquarters is located at 112 West 34th Street, 22nd Floor, New York, NY 10120.

5. A docket entry shall be made in the chapter 11 cases of Aéropostale, Inc.; Aéropostale West, Inc.; Jimmy'Z Surf Co., LLC; Aero GC Management LLC; Aeropostale Procurement Company, Inc.; Aeropostale Licensing, Inc.; P.S. from Aeropostale, Inc.; GoJane LLC; Aeropostale Canada Corp.; Aeropostale Holdings, Inc.; and Aeropostale Puerto Rico, Inc., substantially as follows:

An Order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing the procedural consolidation and joint administration of the chapter 11 cases of Aéropostale, Inc.; Aéropostale West, Inc.; Jimmy'Z Surf Co., LLC; Aero GC Management LLC; Aeropostale Procurement Company, Inc.; Aeropostale Licensing, Inc.; P.S. from Aeropostale, Inc.; GoJane LLC; Aeropostale Canada Corp.; Aeropostale Holdings, Inc.; and Aeropostale Puerto Rico, Inc.

The docket in Case No. 16-_____ (___) should be consulted for all matters affecting the cases.

6. The Debtors may file their monthly operating reports required by the *Operating Guidelines and Reporting Requirements for Debtors in Possession and Trustees* issued by the Executive Office of the U.S. Trustee, by consolidating the information required for each Debtor in one report; provided that the Debtors shall report disbursements on an entity-by-entity basis, unless otherwise agreed by the Debtors and the Office of the U.S. Trustee.

7. The Debtors are authorized to take all action necessary to carry out this Order.

8. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

Dated: May____, 2016
New York, New York

UNITED STATES BANKRUPTCY JUDGE